



**Cirencester
College**

VERSION – EXTERNAL MINUTES (Final)

**MINUTES OF CIRENCESTER COLLEGE
CORPORATION MEETING
Monday 2nd December 2024 from 5pm**

T105

All documents were made available to all Governors via Office 365.

Governors:

- Fiona Galbraith (FG) (Chair of Corporation)**
- Brendan Brown (BB) (External Governor)
- Mike Cadman (MC) (Staff Governor)
- Mikey Ezewudo (ME) (External Governor)
- Ping Li (PL) (External Governor)
- Libby Reed (LR) (Vice Chair of Corporation)
- Matt Reynolds (MR) (Principal)
- Susie Richards (SR) (External Governor)
- Sara Sharkey (SS) (External Governor)
- Andrew Tubb (AT) (Vice Chair of Corporation)
- Gay Wales (GW) (External Governor)
- Nikki Webster (NW) (Staff Governor)
- Summer Wooldridge (SW) (Student Governor)

In attendance: Matt Couzens (MCO) (VP Curriculum and Quality), Angelo Faria (AF) (Finance Director), Karen Fraser (KF) (VP Student Experience and External Relations), Giles Robinson (GR) (Finance Manager), Jeannie Adam (Clerk).

Governor Comments (GC)

Governor Questions (GQ)

Corporation Decision (CD)

INTRODUCTION AND WELCOME. To include:

- Apologies for absence
- Declarations of interest
- Minutes of previous meetings and matters arising
- Focus Governor reports and actions
- Forecast of events

1. **Apologies:** Apologies were received and accepted from Catherine Simpson. Zanelle Kioko (Student Governor) was absent.
The meeting was quorate.

2. Declarations of interest

There were no declarations of interest.

3. Welcome

The Chair welcomed the new Student Governor to the Corporation and the meeting. Introductions took place.

4. Minutes of the previous meeting – 7th October 2024

- a. **To note, approve and sign off** the minutes of the Corporation meeting on 7th October 2024:
- i. Confidential Internal minutes
 - ii. External minutes

The minutes of the 7th October 2024 meeting had been circulated with the agenda for this meeting.

CD - The minutes for 7th October 2024 were approved as an accurate record of the meeting and were signed by the Chair of the Corporation.

- b. Matters arising from the 7th October 2024 minutes not covered elsewhere on the agenda.
- i. Item 19b - Action for SLT and Focus Governor for Skills & Careers: Consider tracking separately those who need placements, and none avail vs those not on placement who are not yet ready. Integrate this with the overall review of demand for increased employer engagement and the college's understanding of the local skills demand. Report back to Corporation meeting on 7th October 2024. **CD – Focus Governor for Skills and Careers to roll over to next Corporation meeting.**

GC - Staff Governor (NW) commented that tracking of placements is taking place and engagement with students regarding placements is improving although some gaps remain.

- ii. Item 13 - Action - Focus Governor for Curriculum and the Focus Governor for Safeguarding to review the Cross College Student Survey 2023-2024 with VP Curriculum and Quality and report to Corporation meeting on 2nd December 2024.

GC - Focus Governor (Safeguarding) commented that work continues to improve the quality and delivery of the tutorial programmes especially around personal development plans and tutor feedback. Enrichment improves year on year.

GC - Student Governor commented that information regarding enrichment needs to be very obvious to students. The Enrichment Fair was very valuable.

GC - Focus Governor (Curriculum) - a Focus Governor report following a meeting on 28th November 2024 will be received at the Corporation meeting on 20th January 2025.

5. Focus Governance (Confidential)

The discussions are recorded in the confidential minutes of the meeting.

STRATEGY AND ASSURANCE. To include current strategic issues arising from:

- Statutory requirements
- Chair's update
- Principal's update

- College strategy
- Project Apollo
- Current areas of focus

6. Chair of Corporation Report (confidential).

The report from the Chair of the Corporation (regarding activities since the previous meeting) had been circulated by the Chair via email prior to the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

7. Principal's Report (Confidential)

a. Principal's report December 2024

The Principal's report for December 2024 had been circulated with the agenda for the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

b. Key Performance Indicator (KPI) tracker against Strategic Plan 2024-29.

The KPI Tracker 2024-2029 had been circulated with the agenda for the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

8. Project Apollo

The Principal gave a verbal report on the progress of Project Apollo. Current areas of focus are:

- Classroom practices
- Teaching and learning.
- A progress-based re-visit by Ofsted is expected in around 12 weeks' time. There will be a great deal of activity and progress to report.

GOVERNANCE ANNUAL REPORTING CYCLE. To include:

- Reports as defined by Standing Order Appendix 2B – 2024-2025 Corporation Schedule of Business.

9. Forvis Mazar's Audit Completion Report 2023-2024 (confidential)

Forvis Mazars Audit Completion Report 2023-2024 (which had been received by Audit Committee on 18th November 2024 and recommended to the Corporation) had been circulated with the agenda for the meeting and was noted and approved by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

10. Members' report and financial statements – year end 31 July 2024 (confidential)

- a. The Members' Report and Financial Statements for the year ended 31st July 2024 (which had been received by Audit Committee on 18th November 2024 and recommended to the Corporation) had been circulated with the agenda for the meeting.

CD - The Corporation approved and authorised the Chair of the Corporation and the Principal to sign the Members' Report and Financial Statements on behalf of the Corporation.

Action – Chair of the Corporation and Principal to sign the revised Members’ Report and Financial Statements on behalf of the Corporation.

b. The going concern 2023-2024 regularity assessment document had been circulated with the agenda for the meeting and was noted by the Corporation.

c. The letter of representation (financial statements to 31 July 2024) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Principal as Accounting Officer to sign the letter of representation (financial statements to 31 July 2024) on behalf of the Corporation.

Action – Chair of the Corporation and Principal as Accounting Officer to sign the letter of representation (financial statements to 31 July 2024) on behalf of the Corporation.

d. The letter of representation (regularity assurance engagement to 31 July 2024) had been circulated with the agenda for the meeting.

CD - The Corporation authorised the Chair of the Corporation and the Principal as Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2024) on behalf of the Corporation.

Action - Chair of the Corporation and Principal as Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2024) on behalf of the Corporation.

11. Financial reports and accounts.

a. PO2 (September 2024) financial statement and commentary had been circulated with the agenda for the meeting and was noted by the Corporation.

b. PO3 (October 2024) financial statement and commentary had been circulated with the agenda for the meeting and was noted by the Corporation.

The Finance Director made the following points:

- The college is resourced until early 2026 to restore Ofsted rating.
- PO3 refers to the financial shocks arising from the Chancellor of the Exchequer’s October 2024 budget.
- No assumptions are being made regarding compensation following the budget – expected by March 2025.
- NLW impact and cost of Windows 11 compliance are built in.
- Some industrial action is taking place at some sixth form colleges; we are not impacted.

GC – The financial position supports the achievement of the strategic objectives.

a. Lloyds Bank loan – form of compliance certificate had been circulated with the agenda for the meeting and was noted by the Corporation.

12. Loan re-securitisation (confidential)

GC - The Chair advised that this item will be deferred until 20th January 2024.

13. Self-Assessment Report (SAR) 2023-2024 and Quality Improvement Plan (QIP) sign off (confidential).

- a. Executive summary College Self-Assessment Report (SAR)2023-2024 had been circulated with the agenda for the meeting and was noted by the Corporation.
- b. The draft college Self-Assessment Report (SAR)2023-2024 had been circulated with the agenda for the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

- c. The Quality Improvement Plan (QIP) and QIL 2024-2025 had been circulated with the agenda for the meeting and was noted by the Corporation.

14. Local skills improvement plans (LSIPs) and duty to review provision. Confidential.

The LSIP and local and regional needs update had been circulated with the agenda for the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

15. Adult education provision annual report. Confidential.

The annual report regarding adult provision (December 2024) had been circulated with the agenda for the meeting and was noted by the Corporation.

The discussions are recorded in the confidential minutes of the meeting.

STUDENT GOVERNORS AND COMMITTEES. To include:

- Reports from Student Governors.
- Committee minutes and reports following meetings.

16. Student Governors

GC - The Student Governor reported that a meeting has taken place to explore a Youth Forum in partnership with the Town Council. There will be a report on progress at the meeting on 20th January 2025.

GC - The Chair commented that the Governor Hub will shortly be available for governor meetings (N201 – 2nd floor of N Block).

17. Search and Governance Committee

- a. The minutes (confidential draft) of the Search and Governance Committee meeting on 21st October 2024 had been circulated with the agenda for the meeting and were noted by the Corporation.
- b. Further recommendations from the Search and Governance Committee following its meeting on 21st October 2024 were:
 - i. External review of governance annual report 2023-2024 had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
 - ii. External review of governance recommendations tracker (November 2024) had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
 - iii. Review of AoC Governance Code performance 2023-2024 had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
 - iv. Performance of the Search and Governance Committee 2023-2024 had been circulated with the agenda for the meeting and was noted and approved by the Corporation.

GC – The Chair of Search and Governance Committee advised that an extension of one month of her governor term had been agreed with the Chair of the Remuneration Committee until 10th July 2025, to enable her to conduct a handover with her successor when appointed.

Action – Clerk to write to Chair of Remuneration Committee to confirm extension of tenure until 10th July 2025.

18. Remuneration Committee

- a. The Remuneration Committee Annual Report (2023-2024) to the Corporation had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
- b. The Remuneration Committee Self-Assessment Report 2023-2024 had been circulated with the agenda for the meeting and was noted and approved by the Corporation.

Note – agenda item 26 also refers.

19. Audit Committee

- a. The minutes (confidential draft) of the Audit Committee meeting of 18th November 2024 had been circulated with the agenda for the meeting and were noted by the Corporation.

GC – The Interim Chair of Audit Committee commented that monthly Finance Focus Governor meetings take place between the Finance Director and Finance Manager.

Further recommendations following the Audit Committee meeting on 18th November 2024 were:

- b. The Audit Committee 2023-2024 annual report to the Corporation and Principal had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
- c. Risk Assurance Register (November 2024) had been circulated with the agenda for the meeting and was noted and approved by the Corporation.

GC – The Chair commented that the Risk Assurance Register format needs to be reviewed and that the Finance Director has begun the process of review and will make recommendations regarding any changes.

- d. Interim Risk Management Report (November 2024) had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
- e. Internal Audit reports:
 - i. MHAS Key Financial Controls internal audit (June 2024) had been circulated with the agenda for the meeting and was noted and approved by the Corporation
- f. Report detailing internal audits for 2024-2025 to be progressed had been circulated with the agenda for the meeting and was noted and approved by the Corporation.
- g. Performance of the Audit Committee 2023-2024 had been circulated with the agenda for the meeting and was noted and approved by the Corporation.

GOVERNANCE ADMINISTRATION AND PROCESSES. To include:

- Key governance documentation
- Policies for review and approval
- Standing Orders for review and approval
- Next meeting

20. Clerk to Corporation – job description and specification.

- a. The job description and specification for the Governance Manager appointment had been circulated with the agenda and was noted and approved by the Corporation.
- b. Standing Order Appendix 27 with revision had been circulated with the agenda and was noted and approved by the Corporation.

Action – Clerk to finalise the approved update to Standing Order Appendix 27.

21. Policies

The following policies which had been reviewed in committee, had been circulated with the agenda for the meeting and approved by the Corporation:

- a. Whistleblowing Policy
- b. Risk Assurance Framework
- c. Fraud Prevention Policy
- d. Treasury Management Policy
- e. Value for Money Policy.

Action – Clerk to advise the policy owners of the Corporation approval of the policies for publication.

22. Standing Orders

The following Standing Orders which have been reviewed in committee, had been circulated with the agenda for the meeting and approved by the Corporation.

Search and Governance Committee on 21st October 2024:

- a. Standing Order Appendix 3 which defines Corporation members and categories.
- b. Standing Order Appendix 4 which defines Corporation Committee membership.
- c. Standing Orders – Appendix 15 which defines the responsibilities and functioning of the Focus Governor.
- d. Standing Order Appendix 28 which defines governor contributions. Amendments and proposed new text highlighted.

Remuneration Committee on 4th November 2024:

- e. Standing Order 7a - Constitution, Terms of Reference and Procedures for the Remuneration Committee
- f. Standing Order 7b - Remuneration Committee Key Tasks for 2024-2025.

Audit Committee on 18th November 2024:

- g. Standing Order Appendix 5b – Audit Committee Key Tasks and Calendar of Business 2024-2025.

Action – Clerk to finalise the approved updates to Standing Order Appendix 3,4 15, 28, 7a, 7b and 5b.

27. Any Other Business

The Chair brought this item forward. There was no further business for the Corporation to consider.

28. Date of next meeting

The Chair brought this item forward.

The next Corporation meeting will take place at 5pm on Monday 20th January 2025 in T105.

The Chair requested that all governors make every effort to attend the meeting in person.

As detailed in SO Appendix 2B – Summary of Key Business 2024-2025, this meeting will receive reports on the following:

- Loan re-securitisation (confidential) – deferred from 2nd December 2024 meeting.
- Apprenticeships (Employer relations)
- Student careers guidance and personal development report (Careers guidance, mental health/healthy living, prep for modern Britain, employability, work experience).
- Employer/employee relations (1) (Recruitment, staff retention, development and performance management)

- Attendance and Retention Report (for Autumn Term 2024).

AF, GR, KF, SW, MCO left the meeting.

GOVERNORS ONLY

23. Chair's Performance Report (2023-2024) – confidential.

The Chair's Performance Report (2023-2024) had been circulated with the agenda for the meeting.

FG left the meeting.

AT took over as meeting Chair for this item.

The discussions are recorded in the confidential minutes of the meeting.

The Chair's Performance Report (2023-2024) was noted by the Corporation.

FG, AF, MCO and GR returned to the meeting.

FG took over as Chair.

MC and NW left the meeting.

EXTERNAL GOVERNORS ONLY

24. Performance Related Pay (PRP) model – confidential. External governors only.

The details of the discussions are recorded in the minutes of the meeting for external governors only.

MCO left the meeting.

25. National Living Wage (NLW) and pay awards – confidential. External governors only.

The details of the discussions are recorded in the minutes of the meeting for external governors only.

AF, GR and MR left the meeting.

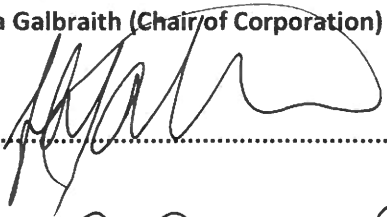
26. Remuneration Committee – confidential. External governors only.

The details of the discussions are recorded in the minutes of the meeting for external governors only.

The meeting closed at 7.50pm

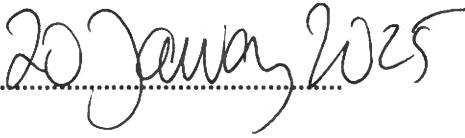
Signed by:

Fiona Galbraith (Chair of Corporation)



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Date



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Summary of resolutions, action points and outstanding business from this meeting (2 nd December 2024).	Action	Completed?
Item 7 - Clerk to issue the Academisation Working Party Report to Corporation of January 2024 to all governors for information.	Clerk	Complete – issued with draft minutes of the meeting 11/12/2024.
Item 10a - Chair of the Corporation and Principal to sign the revised Members’ Report and Financial Statements on behalf of the Corporation.	Chair/Principal	Complete – signed 2 nd December 2024.
Item 10c - Chair of the Corporation and Principal as Accounting Officer to sign the letter of representation (financial statements to 31 July 2024) on behalf of the Corporation.	Chair/Principal	Complete – signed 2 nd December 2024.
Item 10d - Chair of the Corporation and Principal as Accounting Officer to sign the letter of representation (regularity assurance engagement to 31 July 2024) on behalf of the Corporation.	Chair/Principal	Complete – signed 2 nd December 2024.
Item 13b - Further written comments from governors regarding the SAR are to be submitted to the VP Curriculum and Quality following the meeting.	Governors	Complete
Item 13b - Final version of SAR is to be presented to Corporation at next meeting.	VP Curriculum and Quality	11/12/2024 – added to agenda for 20/1/2025 Corporation meeting.
Item 17 - Clerk to write to Chair of Remuneration Committee to confirm extension of tenure until 10 th July 2025.	Clerk	Complete – letter sent 11/12/2024.
Item 20 - Clerk to finalise the approved update to Standing Order Appendix 27.	Clerk	9/12/2024 – complete.
Item 21a-21e - Clerk to advise the policy owners of the Corporation approval of the policies for publication.	Clerk	9/12/2024 – complete via emails to MG and AF.
Item 22a-22g - Clerk to finalise the approved updates to Standing Order Appendix 3,4 15, 28, 7a, 7b and 5b.	Clerk	9/12/2024 – complete.
Item 23 - Clerk to add Chairs Performance Questionnaire and process to Search and Governance Committee agenda for 3 rd February 2025.	Clerk	9/12/2024 – complete (standing item on S and G agenda for February meeting).
Item 24 - PRP process review to be reported to Corporation in December 2025. Clerk to add to draft agenda.	Clerk	9/12/2024 – complete. Noted on draft agenda for December 2025.
Item 25 - Clerk to add NLW and pay awards to the Corporation meeting agenda for 20 th January 2025.	Clerk	9/12/2024 – complete. Added to agenda for 20 th January 2025.
Item 26 - Chair of Corporation to confirm the outcome of this item with the Principal, Finance Director and Head of HR.	Chair of Corporation	Complete.